

Warren H. Smith & Associates, P.C.

325 North St. Paul Street
 Suite 1275
 Dallas, TX 75201

Invoice submitted to:

The Thaxton Group, Inc.
 Legal Department
 Mr. James Cantley
 1601 Pageland Highway
 Lancaster SC 29720

January 31, 2005

In Reference To: Bankruptcy Fee Audit Case No. 03-13182

Invoice # 10527

Professional Services

| | | Hours | Amount |
|--------------|---|--------------|---------------|
| 1/3/2005 LMH | telephone conference with J. Allgood re: preparation for hearing on January 7, 2005 for third quarterly applications. | 0.10 | 13.00 |
| LMH | receive, review, and respond to e-mail from M. Bailey, Thaxton, re: status of narrative response to third quarterly initial report re: duplicative May 2004 monthly investment banking fee. | 0.20 | 26.00 |
| DTW | Review and revise Nelson Mullins 4th initial report (.1). | 0.10 | 14.50 |
| JBA | telephone conference with L. Hamm confirming setup of telephonic hearing | 0.10 | 4.00 |
| LMH | receive, review, and respond to e-mail from S. Naylor, Stephens, re: status of narrative response on duplicative May 2004 investment banking fee. | 0.10 | 13.00 |
| LMH | telephone conference with T. Saunders, Stephens, re: duplicative request for May 2004 monthly investment banking fee. | 0.20 | 26.00 |
| LMH | receive, review and respond to e-mail from S. Mannino, Morris Nichols, re: revised September 2004 application. | 0.10 | 13.00 |
| 1/4/2005 LMH | receive, review, and respond to e-mail from A. Conway, Morris Nichols, re: administrative errors identified in fourth quarterly application. | 0.10 | 13.00 |
| JBA | Update database with HGH 11.04 e-detail | 0.10 | 4.00 |

The Thaxton Group, Inc.

Page 2

| | | | <u>Hours</u> | <u>Amount</u> |
|----------|--|--|--------------|---------------|
| 1/4/2005 | JBA | Update database with Buist 11.04 e-detail | 0.10 | 4.00 |
| LMH | detailed review of amended electronic detail for Morris Nichols' September 2004 application. | 1.40 | 182.00 | |
| LMH | receive, review, and respond to e-mail from W. Smith re: preparation for hearing on third quarterly applications. | 0.40 | 52.00 | |
| LMH | receive, review, and respond to e-mail from L. Weinfeld, HGH, re: November 2004 electronic data. | 0.10 | 13.00 | |
| LMH | detailed review of Morris Nichols' August 2004 application. | 0.50 | 65.00 | |
| 1/5/2005 | LMH | Continued detailed review of amended electronic detail for Morris Nichols' September 2004 application. | 3.80 | 494.00 |
| LMH | telephone conference with S. Mannino, Morris Nichols, re: discrepancy in billing rates in electronic data for amended September 2004 invoice. | 0.20 | 26.00 | |
| LMH | receive, review, and respond to e-mail from S. Mannino, Morris Nichols, re: hourly rate discrepancies in amended September 2004 electronic detail. | 0.20 | 26.00 | |
| 1/6/2005 | LMH | telephone conference with J. Allgood (x2) re: hearing on third quarterly applications. | 0.20 | 26.00 |
| LMH | draft fourth quarterly initial report and exhibits for Morris Nichols. | 3.30 | 429.00 | |
| LMH | receive, review, and respond to e-mail from W. Smith re: amended agenda for hearing on third quarterly applications. | 0.10 | 13.00 | |
| LMH | draft e-mail to A. Conway, Morris Nichols, re: proposed order for hearing on third quarterly applications. | 0.10 | 13.00 | |
| LMH | receive and review e-mail from A. Conway, Morris Nichols, re: status of draft order for third quarterly hearing. | 0.10 | 13.00 | |
| LMH | Continued detailed review of amended electronic detail for Morris Nichols' September 2004 application. | 2.90 | 377.00 | |
| LMH | draft e-mail to W. Smith re:status of draft order for hearing on third quarterly applications. | 0.10 | 13.00 | |

The Thaxton Group, Inc.

Page 3

| | | <u>Hours</u> | <u>Amount</u> |
|-----------|--|--------------|---------------|
| 1/6/2005 | WHS receive and review 19 misc pleadings | 0.10 | 27.50 |
| 1/7/2005 | LMH detailed review of Rayburn Cooper's fourth quarterly fees and expenses. | 1.80 | 234.00 |
| LMH | Second telephone conference with J. Allgood re: hearing preparation for third quarterly applications and draft e-mail to J. Allgood re: same. | 0.20 | 26.00 |
| LMH | draft e-mail to A. Conway, Morris Nichols, re: draft order for third quarterly applications. | 0.10 | 13.00 |
| LMH | detailed review of draft order for third quarterly applications. | 0.20 | 26.00 |
| LMH | receive and review e-mail from A. Conway, Morris Nichols, re: amended draft order for third quarterly applications; and draft e-mail to W. Smith re: same. | 0.10 | 13.00 |
| LMH | continue draft fourth quarterly initial report and exhibits for Morris Nichols. | 0.80 | 104.00 |
| PGS | Electronic filing with court of November 2004 CNO of WHS | 0.10 | 8.00 |
| PGS | Preparation of CNO for November 2004 of WHS | 0.10 | 8.00 |
| PGS | Preparation of December 2004 Monthly Invoice of WHS | 0.60 | 48.00 |
| LMH | telephone conference with J. Allgood re: preparations for hearing on third quarterly applications. | 0.10 | 13.00 |
| 1/8/2005 | LMH Continued detailed review of Rayburn Cooper's fourth quarterly fees and expenses. | 1.00 | 130.00 |
| 1/10/2005 | LMH Complete detailed review of Rayburn Cooper's fourth quarterly fees and expenses. | 1.70 | 221.00 |
| LMH | Begin draft fourth quarterly initial report and exhibits for Rayburn Cooper. | 3.10 | 403.00 |

The Thaxton Group, Inc.

Page 4

| | | | <u>Hours</u> | <u>Amount</u> |
|-----------|-----|--|--------------|---------------|
| 1/10/2005 | LMH | draft revisions to fourth quarterly initial report for Morris Nichols. | 0.50 | 65.00 |
| | JBA | Update database with Summerall 11.04 revised e-detail | 0.10 | 4.00 |
| 1/11/2005 | LMH | Extended telephone conference with G. Dixon, Nelson Mullins, re: fourth quarterly initial report. | 0.50 | 65.00 |
| | JBA | telephone conference with L. Hamm re: revisions to Rayburn Cooper 4th Interim IR | 0.10 | 4.00 |
| | LMH | detailed review of HGH's fourth quarterly fees and expenses. | 1.40 | 182.00 |
| | LMH | detailed review of Moses & Singer's fourth quarterly fees and expenses. | 1.80 | 234.00 |
| | LMH | receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: contact information. | 0.10 | 13.00 |
| | LMH | draft fourth quarterly initial report for HGH. | 0.80 | 104.00 |
| 1/12/2005 | DTW | Review and revise Morris Nichols and Rayburn 4th initial reports (.5). | 0.50 | 72.50 |
| | LMH | receive, review, and respond to e-mail from C. Danielson, Moses & Singer, re: amended fourth quarterly application to be filed. | 0.10 | 13.00 |
| | LMH | Continued detailed review of Moses & Singer's fourth quarterly fees and expenses. | 1.90 | 247.00 |
| | LMH | draft fourth quarterly initial report and exhibits for Moses & Singer. | 0.90 | 117.00 |
| | LMH | draft e-mail to C. Danielson, Moses & Singer, re: discrepancies in aggregate period requests and values stated in fourth quarterly application. | 0.20 | 26.00 |
| | LMH | detailed review of Moses & Singer's fourth quarterly application to identify discrepancies in total fees and expenses requested during Application Period. | 0.20 | 26.00 |

The Thaxton Group, Inc.

Page 5

| | | | <u>Hours</u> | <u>Amount</u> |
|---------------|--|--|--------------|---------------|
| 1/12/2005 PGS | Electronic filing with court of December 2004 Monthly Invoice of WHS | | 0.10 | 8.00 |
| 1/13/2005 CO | Update database with 11.04 Monthly Invoice of Buist (.10) | | 0.10 | 4.00 |
| LMH | telephone conference with C. Danielson, Moses & Singer, re: amended fourth quarterly application. | | 0.10 | 13.00 |
| LMH | detailed review of Pacer to confirm status of filing of Buist Moore's quarterly application, and draft e-mail to C. Summerall IV re: same. | | 0.30 | 39.00 |
| LMH | detailed review of Buist Moore's October 2004 application. | | 0.20 | 26.00 |
| LMH | detailed review of Pacer for status of Bayard's filed monthly applications for the fourth quarterly period. | | 0.20 | 26.00 |
| LMH | detailed review of Bayard's September 2004 application. | | 0.20 | 26.00 |
| LMH | receive and review e-mail from C. Danielson, Moses & Singer, re: August 2004 expense detail. | | 0.10 | 13.00 |
| LMH | draft fourth quarterly initial report for Blair Bohle. | | 0.50 | 65.00 |
| LMH | detailed review of Blair Bohle's fourth quarterly application. | | 0.20 | 26.00 |
| LMH | detailed review of Blair, Bohle's October 2004 application. | | 0.20 | 26.00 |
| LMH | detailed review of Blair, Bohle's September 2004 application. | | 0.40 | 52.00 |
| LMH | receive, review, and respond to e-mail from G. Bohle re: quarterly application for fourth interim period. | | 0.10 | 13.00 |
| LMH | Continued draft fourth quarterly initial report and exhibits for Moses & Singer. | | 1.60 | 208.00 |
| LMH | receive and review second e-mail from G. Bohle re: status of filing for fourth quarterly period application. | | 0.10 | 13.00 |

The Thaxton Group, Inc.

Page 6

| | | | <u>Hours</u> | <u>Amount</u> |
|-----------|-----|---|--------------|---------------|
| 1/13/2005 | LMH | receive and review e-mail from J. Robinson, Rayburn Cooper, re: December 2004 application. | 0.10 | 13.00 |
| | LMH | detailed review of Blair, Bohle's August 2004 application. | 0.30 | 39.00 |
| 1/14/2005 | DTW | Review and revise Moses Singer, Blair and HGH 4th interim initial reports (.4). | 0.40 | 58.00 |
| | CO | Update database with 11.04 Monthly Invoice of Nelson (.10) | 0.10 | 4.00 |
| | LMH | detailed review of Stephens' Sixth Application. | 0.10 | 13.00 |
| | LMH | detailed review of Stephens' Fifth Application. | 0.10 | 13.00 |
| 1/15/2005 | LMH | draft fourth quarterly initial report for Stephens. | 1.00 | 130.00 |
| | LMH | detailed review of Stephens' August 2004 application for the sale of Modern Assets. | 0.30 | 39.00 |
| | LMH | detailed review of Pacer to confirm which asset sales cover Stephens' fourth quarterly billing period. | 0.30 | 39.00 |
| 1/17/2005 | CO | Update database with 10.04 and 11.04 Monthly Invoices of Bayard (.10) | 0.10 | 4.00 |
| | DTW | Review and revise 4th initial report for Stephens (.1). | 0.10 | 14.50 |
| 1/18/2005 | CO | Update database with 11.04 Monthly Invoice of Moses (.10); 09.04 Monthly Invoice of Blair (.10); 12.04 Monthly Invoice of Rayburn (.10); 06.17.04 through 12.31.04 Interim Fee Application of McGladrey (.10) | 0.40 | 16.00 |
| | LMH | receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: extension for time to respond to fourth quarterly initial report. | 0.10 | 13.00 |
| 1/19/2005 | LMH | receive, review, and respond to e-mail from C. Summerall, Buist Moore, re: status of fourth quarterly application. | 0.10 | 13.00 |

The Thaxton Group, Inc.

Page 7

| | | | <u>Hours</u> | <u>Amount</u> |
|-----------|-----|--|--------------|---------------|
| 1/19/2005 | LMH | draft e-mail to G. Dixon and L. Barr, Nelson Mullins, re: fourth quarterly application. | 0.30 | 39.00 |
| | LMH | detailed review of correspondence between U.S. Trustee and Nelson Mullins re: lumping issues in applications. | 0.20 | 26.00 |
| | LMH | Preliminary draft of omnibus final report re fourth quarterly period for Nelson Mullins. | 0.20 | 26.00 |
| 1/21/2005 | LMH | Preliminary draft of final report re Morris Nichols for fourth quarterly period. | 0.50 | 65.00 |
| | LMH | draft e-mail to M. Busenkell, Morris Nichols, re: fourth quarterly initial report. | 0.10 | 13.00 |
| | LMH | Preliminary draft of final report re Rayburn for fourth quarterly period. | 0.10 | 13.00 |
| | LMH | telephone conference with J. Robinson, Rayburn Cooper, re: extension for time to respond to fourth quarterly initial report. | 0.10 | 13.00 |
| | CO | Update database with 08.01.04 through 10.31.04 amended Interim Fee Application of Moses (.10) | 0.10 | 4.00 |
| 1/24/2005 | CO | Update database with 10.04 Monthly Invoice and 08.01.04 through 10.31.04 Interim Fee Application of Blair (.10) | 0.10 | 4.00 |
| | LMH | Preliminary draft of final report re Blair Bohle for fourth interim period. | 0.20 | 26.00 |
| | LMH | Preliminary draft of final report re HGH for fourth interim period. | 0.20 | 26.00 |
| | LMH | Preliminary draft of final report re Stephens for fourth interim period. | 0.20 | 26.00 |
| 1/25/2005 | LMH | detailed review of Bayard's fourth quarterly application. | 0.10 | 13.00 |
| | LMH | draft fourth quarterly initial report for Bayard. | 0.50 | 65.00 |
| | LMH | detailed review of Moses & Singer's amended fourth quarterly application. | 0.30 | 39.00 |

The Thaxton Group, Inc.

Page 8

| | | | <u>Hours</u> | <u>Amount</u> |
|-----------|-----|--|--------------|---------------|
| 1/25/2005 | LMH | draft e-mail to C. Danielson, Moses & Singer, re: initial report for fourth quarterly amended application. | 0.10 | 13.00 |
| | LMH | detailed review of fourth quarterly initial report for Moses & Singer based on data provided in amended application. | 0.10 | 13.00 |
| | LMH | detailed review of Bayard's October 2004 application. | 0.40 | 52.00 |
| 1/26/2005 | LMH | receive, review, and respond to e-mail from G. Donilon, Morris Nichols, re: extension of time to respond to fourth quarterly initial report. | 0.10 | 13.00 |
| | LMH | receive and review e-mail from C. Danielson, Moses, re: November 2004 electronic detail. | 0.10 | 13.00 |
| | DTW | Review and revise Bayard 4th initial report (.1). | 0.10 | 14.50 |
| | CO | Update database with 12.04 Monthly Invoice of HGH (.10); 12.04 Monthly Invoice of Moses (.10) | 0.20 | 8.00 |
| | CO | Update database with 12.04 Monthly Invoice of Bayard (.10) | 0.10 | 4.00 |
| 1/27/2005 | LMH | receive and review second e-mail from A. Durham, Rayburn Cooper, re: preliminary response to fourth quarterly initial report. | 0.10 | 13.00 |
| 1/28/2005 | CO | Update database with 08.01.04 through 10.31.04 Interim Fee Application of Bayard (.10) | 0.10 | 4.00 |
| 1/29/2005 | LMH | detailed review of HGH's November 2004 application. | 0.20 | 26.00 |
| | LMH | detailed review of Buist Moore's November 2004 application. | 0.30 | 39.00 |
| | LMH | detailed review of Nelson Mullins' November 2004 application. | 0.20 | 26.00 |
| 1/30/2005 | LMH | receive and review e-mail from P. Marfizo, Buist Moore, re: quarterly application. | 0.10 | 13.00 |
| 1/31/2005 | LMH | receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: December 2004 application. | 0.10 | 13.00 |

The Thaxton Group, Inc.

Page 9

| | | <u>Hours</u> | <u>Amount</u> |
|---|---|--------------|-------------------|
| 1/31/2005 LMH | detailed review of Bayard's November 2004 application. | 0.20 | 26.00 |
| LMH | detailed review of Rayburn Cooper's November 2004 application. | 1.50 | 195.00 |
| LMH | draft e-mail to G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report. | 0.10 | 13.00 |
| LMH | Preliminary draft of final report re Nelson Mullins for fourth quarterly period. | 0.50 | 65.00 |
| LMH | receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report. | 0.10 | 13.00 |
| LMH | receive, review, and respond to e-mail from G. Dixon, Nelson Mullins, re: December 2004 application and continued efforts to correct lumping issues. | 0.40 | 52.00 |
| LMH | Continued detailed review of Nelson Mullins' November 2004 application. | 0.30 | 39.00 |
| LMH | receive, review, and respond to e-mail from R. Haeberle, Hirschler Fleischer, re: status of Cobblestone's second interim application. [not part of cap calculation] | 0.10 | 13.00 |
| LMH | Additions to preliminary draft of omnibus final report re fourth quarterly period with fee and expense request for Buist Moore. | 0.20 | 26.00 |
| LMH | detailed review of Buist Moore's fourth quarterly application. | 0.10 | 13.00 |
| LMH | telephone conference with G. Dixon, Nelson Mullins, re: response to fourth quarterly initial report. | 0.20 | 26.00 |
| For professional services rendered | | 50.80 | \$6,429.50 |
| Additional Charges : | | <u>Price</u> | |
| Third party copies & document prep/setup of Fourth Interim Fee Application of WHS | | 44.85 | 44.85 |

The Thaxton Group, Inc.

Page 10

| | <u>Price</u> | <u>Amount</u> |
|---|--------------|-------------------|
| Third party copies & document prep/setup of Final Report of Moses, Bayard and Morris for the period 05.01.04 - 07.31.04 | 51.48 | 51.48 |
| Third party copies & document prep/setup of December 2004 Monthly Invoice of WHS, Initial Report of Rayburn and Morris for the period 08.01.04 - 10.31.04 | 21.53 | 21.53 |
| Third party copies & document prep/setup of Initial Report of Nelson for the period 08.01.04 - 10.31.04 | 0.91 | 0.91 |
| Pacer charges for 10.01.04 - 12.31.04 | 84.98 | 84.98 |
| Court Call | 41.20 | 41.20 |
| Total costs | | \$244.95 |
| Total amount of this bill | | \$6,674.45 |

Timekeeper Summary

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|--------------|-------------|---------------|
| Courtney Orent | 1.30 | 40.00 | \$52.00 |
| Doreen T Williams | 1.20 | 145.00 | \$174.00 |
| Jeff B. Allgood | 0.50 | 40.00 | \$20.00 |
| Lisa M Hamm | 46.80 | 130.00 | \$6,084.00 |
| Priscilla G Stidham | 0.90 | 80.00 | \$72.00 |
| Warren H Smith | 0.10 | 275.00 | \$27.50 |